



November 10, 2011

RECORDATION NO. 29998 **FILED**

Surface Transportation Board
395 E Street, SW, Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

NOV 18 '11 -4 09 PM

SURFACE TRANSPORTATION BOARD

Re: Memorandum of Lease

To Whom It May Concern

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) original and two (2) copies of a Memorandum of Lease Agreement dated September 8, 2011, a primary document as defined in the Board's Rules for Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

| Lessor | Lessee |
|---|--|
| Progress Rail Leasing Canada Corporation 1600 Progress Drive Albertville, Alabama 35950 | Interstate Commodities, Inc. 7 Madison Street Troy, NY 12181 |

A description of the railroad equipment covered by the enclosed document is sixty-eight (68) 5161 cube 1996 Trinity built, S-259 Restricted Interchange Code-2 286K Gross Rail Load covered hopper railcars having INTX marks (see Exhibit A for numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease.

Also enclosed, please find a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned, along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me.

Thank you.

PROGRESS RAIL SERVICES CORPORATION

Brandy Plunkett, CP
Certified Paralegal
(256) 505-6752
Plunkett_Brandy@cat.com

NOV 18 '11 -4 09 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of the 8th day of September, 2011, by and between Progress Rail Leasing Canada Corporation (the "Lessor"), a Delaware corporation, and Interstate Commodities, Inc ("Lessee"), a New York corporation

WITNESSETH

The undersigned Lessor and Lessee have entered into that certain Railcar Lease Agreement (the "Lease") dated as of September 8, 2011, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to said Lease, as more particularly described on Exhibit A attached hereto, subject to the terms, conditions and provisions of the Lease

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers, duly authorized as of the date and year first above written

LESSOR:

PROGRESS RAIL LEASING CANADA
CORPORATION

By


J Duane Cantrell, its Senior Vice President

ATTEST

By


Doug Creech, Vice President

STATE OF ALABAMA

COUNTY OF MARSHALL

I, Brandy Plukett, a Notary Public of the County and State aforesaid, certify that J Duane Cantrell, as Senior Vice President of Progress Rail Leasing Canada Corporation personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal this 8th day of September, 2011Brandy Plukett
Notary PublicMy commission expires 10-10-12

LESSEE:

INTERSTATE COMMODITIES, INC.

By [Signature]
Name Gregory F. Oberling
Its President

ATTEST

By Kelly Davis
Name Kelly Davis
Its Controller

STATE OF New York
COUNTY OF Rensselaer

I, Ann Carolyn Daly, a Notary Public of the County and State aforesaid, certify that Gregory F. Oberling as President of Interstate Commodities, Inc. personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease

WITNESS my hand and official stamp or seal this 8th day of September, 2011

ANN CAROLYN DALY
Notary Public State of New York
Qualified in Albany County
No. G1DA6049612
Commission Expires Oct 23, 20 14

[Signature]
Notary Public
My commission expires 10/23/14

EXHIBIT A
TO
MEMORANDUM OF LEASE

Number of Cars 68

Description of Cars 5161 cube, 1995 Trinity built, S-259 Restricted Interchange Code
2 286K gross rail load covered hopper railcars

Car Numbers

| | | | | | |
|------|-------|------|-------|------|-------|
| INTX | 95100 | INTX | 95133 | INTX | 95168 |
| INTX | 95102 | INTX | 95134 | INTX | 95169 |
| INTX | 95103 | INTX | 95135 | INTX | 95170 |
| INTX | 95104 | INTX | 95138 | INTX | 95171 |
| INTX | 95105 | INTX | 95140 | INTX | 95173 |
| INTX | 95106 | INTX | 95141 | INTX | 95174 |
| INTX | 95108 | INTX | 95142 | INTX | 95175 |
| INTX | 95111 | INTX | 95144 | INTX | 95176 |
| INTX | 95113 | INTX | 95145 | INTX | 95177 |
| INTX | 95114 | INTX | 95146 | INTX | 95178 |
| INTX | 95115 | INTX | 95147 | INTX | 95181 |
| INTX | 95117 | INTX | 95148 | INTX | 95182 |
| INTX | 95118 | INTX | 95149 | INTX | 95185 |
| INTX | 95119 | INTX | 95151 | INTX | 95187 |
| INTX | 95121 | INTX | 95154 | INTX | 95188 |
| INTX | 95122 | INTX | 95156 | INTX | 95189 |
| INTX | 95124 | INTX | 95159 | INTX | 95192 |
| INTX | 95125 | INTX | 95160 | INTX | 95193 |
| INTX | 95126 | INTX | 95161 | INTX | 95194 |
| INTX | 95127 | INTX | 95163 | INTX | 95195 |
| INTX | 95129 | INTX | 95165 | INTX | 95197 |
| INTX | 95130 | INTX | 95166 | INTX | 95199 |
| INTX | 95132 | INTX | 95167 | | |